

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	
	:	
ALAMEDA RESEARCH LLC,	:	Chapter 11
	:	
	:	Case No. 22-11066 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA RESEARCH LTD,	:	Chapter 11
	:	
	:	Case No. 22-11067 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX TRADING LTD.,	:	
	:	Chapter 11
	:	
	:	Case No. 22-11068 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA RESEARCH HOLDINGS INC.,	:	Chapter 11
	:	
	:	Case No. 22-11069 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
CLIFTON BAY INVESTMENTS LLC,	:	Chapter 11
	:	
	:	Case No. 22-11070 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
WEST REALM SHIRES SERVICES INC.,	:	Chapter 11
	:	
	:	Case No. 22-11071 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
WEST REALM SHIRES FINANCIAL SERVICES	:	Chapter 11
INC.,	:	
	:	Case No. 22-11072 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LEDGER HOLDINGS INC.,	:	Chapter 11
	:	
	:	Case No. 22-11073 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX JAPAN HOLDINGS K.K.,	:	Chapter 11
	:	
	:	Case No. 22-11074 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX EUROPE AG,	:	Chapter 11
	:	
	:	Case No. 22-11075 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX PROPERTY HOLDINGS LTD,	:	Chapter 11
	:	
	:	Case No. 22-11076 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LT BASKETS LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11077 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA TR LTD,	:	Chapter 11
	:	
	:	Case No. 22-11078 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALLSTON WAY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11079 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ANALISYA PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11080 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
ATLANTIS TECHNOLOGY LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11081 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
BANCROFT WAY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11082 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
BLUE RIDGE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11083 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
CARDINAL VENTURES LTD,	:	Chapter 11
	:	
	:	Case No. 22-11084 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
CEDAR BAY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11085 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
LIQUID SECURITIES SINGAPORE PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11086 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
MACLAURIN INVESTMENTS LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11087 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
MANGROVE CAY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11088 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
PAPER BIRD INC,	:	Chapter 11
	:	
	:	Case No. 22-11089 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
PIONEER STREET INC.,	:	Chapter 11
	:	
	:	Case No. 22-11090 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
QUOINE INDIA PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11091 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
QUOINE VIETNAM CO. LTD,	:	Chapter 11
	:	
	:	Case No. 22-11092 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
SNG INVESTMENTS YATIRIM VE	:	Chapter 11
DANIŞMANLIK ANONİM ŞİRKETİ,	:	
	:	Case No. 22-11093 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
STRATEGY ARK COLLECTIVE LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11094 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
TECHNOLOGY SERVICES BAHAMAS LIMITED,	:	Chapter 11
	:	
	:	Case No. 22-11095 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
VERDANT CANYON CAPITAL LLC,	:	Chapter 11
	:	
	:	Case No. 22-11096 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
WEST INNOVATIVE BARISTA LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11097 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
WESTERN CONCORD ENTERPRISES LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11098 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX EQUITY RECORD HOLDINGS LTD,	:	Chapter 11
	:	
	:	Case No. 22-11099 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX EXCHANGE FZE,	:	Chapter 11
	:	
	:	Case No. 22-11100 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX HONG KONG LTD,	:	Chapter 11
	:	
	:	Case No. 22-11101 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX JAPAN K.K.,	:	Chapter 11
	:	
	:	Case No. 22-11102 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX JAPAN SERVICES KK,	:	Chapter 11
	:	
	:	Case No. 22-11103 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA AUS PTY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11104 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA RESEARCH (BAHAMAS) LTD,	:	Chapter 11
	:	
	:	Case No. 22-11105 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
ALAMEDA RESEARCH KK,	:	Chapter 11
	:	
	:	Case No. 22-11106 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA RESEARCH PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11107 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA RESEARCH YANKARI LTD,	:	Chapter 11
	:	
	:	Case No. 22-11108 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ALAMEDA TR SYSTEMS S. DE R. L.,	:	Chapter 11
	:	
	:	Case No. 22-11109 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
BLOCKFOLIO, INC.,	:	Chapter 11
	:	
	:	Case No. 22-11110 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
CLIFTON BAY INVESTMENTS LTD,	:	Chapter 11
	:	
	:	Case No. 22-11111 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
COTTONWOOD GROVE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11112 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
CRYPTO BAHAMAS LLC,	:	Chapter 11
	:	
	:	Case No. 22-11113 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
DEEP CREEK LTD,	:	Chapter 11
	:	
	:	Case No. 22-11114 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
DIGITAL CUSTODY INC.,	:	Chapter 11
	:	
	:	Case No. 22-11115 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX (GIBRALTAR) LTD,	:	Chapter 11
	:	
	:	Case No. 22-11116 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX CANADA INC,	:	Chapter 11
	:	
	:	Case No. 22-11117 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX DIGITAL HOLDINGS (SINGAPORE) PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11118 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX PRODUCTS (SINGAPORE) PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11119 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX SERVICES SOLUTIONS LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11120 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX STRUCTURED PRODUCTS AG,	:	Chapter 11
	:	
	:	Case No. 22-11122 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX TRADING GMBH,	:	Chapter 11
	:	
	:	Case No. 22-11123 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX ZUMA LTD,	:	Chapter 11
	:	
	:	Case No. 22-11124 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
GLOBAL COMPASS DYNAMICS LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11125 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
GOODMAN INVESTMENTS LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11126 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
HAWAII DIGITAL ASSETS INC.,	:	Chapter 11
	:	
	:	Case No. 22-11127 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
INNOVATIA LTD,	:	Chapter 11
	:	
	:	Case No. 22-11128 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ISLAND BAY VENTURES INC,	:	Chapter 11
	:	
	:	Case No. 22-11129 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
KILLARNEY LAKE INVESTMENTS LTD,	:	Chapter 11
	:	
	:	Case No. 22-11131 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
ZUBR EXCHANGE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11132 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
ALAMEDA GLOBAL SERVICES LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11134 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
COTTONWOOD TECHNOLOGIES LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11136 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
DECK TECHNOLOGIES HOLDINGS LLC,	:	Chapter 11
	:	
	:	Case No. 22-11138 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
DECK TECHNOLOGIES INC.,	:	Chapter 11
	:	
	:	Case No. 22-11139 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
EUCLID WAY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11141 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX DIGITAL ASSETS LLC,	:	Chapter 11
	:	
	:	Case No. 22-11143 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX EMEA LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11145 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX US TRADING, INC.,	:	Chapter 11
	:	
	:	Case No. 22-11149 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
HIVE EMPIRE TRADING PTY LTD,	:	Chapter 11
	:	
	:	Case No. 22-11150 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LIQUID FINANCIAL USA INC.,	:	Chapter 11
	:	
	:	Case No. 22-11151 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
LIQUIDEX LLC,	:	Chapter 11
	:	
	:	Case No. 22-11152 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
NORTH DIMENSION INC,	:	Chapter 11
	:	
	:	Case No. 22-11153 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
NORTH WIRELESS DIMENSION INC,	:	Chapter 11
	:	
	:	Case No. 22-11154 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LEDGERPRIME BITCOIN YIELD	:	Chapter 11
ENHANCEMENT MASTER FUND LP,	:	
	:	Case No. 22-11155 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LEDGERPRIME DIGITAL ASSET	:	Chapter 11
OPPORTUNITIES FUND, LLC,	:	
	:	Case No. 22-11156 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
LEDGERPRIME DIGITAL ASSET	:	Chapter 11
OPPORTUNITIES MASTER FUND LP,	:	
	:	Case No. 22-11157 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LEDGER PRIME LLC,	:	Chapter 11
	:	
	:	Case No. 22-11158 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
LEDGERPRIME VENTURES, LP,	:	Chapter 11
	:	
	:	Case No. 22-11159 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
NORTH DIMENSION LTD,	:	Chapter 11
	:	
	:	Case No. 22-11160 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
QUOINE PTE LTD,	:	Chapter 11
	:	
	:	Case No. 22-11161 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
CEDAR GROVE TECHNOLOGY SERVICES, LTD,	:	Chapter 11
	:	
	:	Case No. 22-11162 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
DAAG TRADING, DMCC,	:	Chapter 11
	:	
	:	Case No. 22-11163 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX CERTIFICATES GMBH,	:	Chapter 11
	:	
	:	Case No. 22-11164 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX CRYPTO SERVICES LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11165 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX EU LTD.,	:	Chapter 11
	:	
	:	Case No. 22-11166 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX LEND INC.,	:	Chapter 11
	:	
	:	Case No. 22-11167 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX MARKETPLACE, INC.,	:	Chapter 11
	:	
	:	Case No. 22-11168 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX SWITZERLAND GMBH,	:	Chapter 11
	:	
	:	Case No. 22-11169 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX TURKEY TEKNOLOJİ VE TİCARET	:	Chapter 11
ANONİM ŞİRKET,	:	
	:	Case No. 22-11170 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
FTX US SERVICES, INC.,	:	Chapter 11
	:	
	:	Case No. 22-11171 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
FTX VENTURES LTD,	:	Chapter 11
	:	
	:	Case No. 22-11172 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
GG TRADING TERMINAL LTD,	:	Chapter 11
	:	
	:	Case No. 22-11173 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
GOOD LUCK GAMES, LLC,	:	Chapter 11
	:	
	:	Case No. 22-11174 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
HANNAM GROUP INC,	:	Chapter 11
	:	
	:	Case No. 22-11175 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
HILLTOP TECHNOLOGY SERVICES LLC,	:	Chapter 11
	:	
	:	Case No. 22-11176 (JTD)
	:	
Debtor.	:	
_____	X	

In re	:	
	:	
LEDGERPRIME BITCOIN YIELD	:	Chapter 11
ENHANCEMENT FUND, LLC,	:	
	:	Case No. 22-11177 (JTD)
	:	
Debtor.	:	
_____	X	
In re	:	
	:	
WEST REALM SHIRES INC.,	:	Chapter 11
	:	
	:	Case No. 22-11183 (JTD)
	:	
Debtor.	:	
_____	X	

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) AUTHORIZING
JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11
CASES AND (II) GRANTING CERTAIN RELATED RELIEF**

FTX Trading Ltd. and its affiliated debtors and debtors-in-possession

(collectively, the “Debtors”)¹ hereby submit this motion (this “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Order”), pursuant to sections 105(a) and 342(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rules 1005, 1015(b) and 2002(n) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (a) authorizing the joint administration of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”) and the consolidation thereof for procedural purposes only and (b) granting certain related relief. In support of the Motion, the Debtors respectfully state as follows:

¹ The last four digits of FTX Trading Ltd.’s tax identification number are 3288. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Debtors will request joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information will be made available on a website of the Debtors’ proposed claims and noticing agent.

Background

1. On November 11, 2022 and, with respect to Debtor West Realm Shires Inc., on November 14, 2022, each of the Debtors filed with the Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.² The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date of this Motion, no creditors' committee, trustee or examiner has been appointed in these Chapter 11 Cases.

Jurisdiction

2. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 105(a) and 342(c)(1) of the Bankruptcy Code, Bankruptcy Rules 1015(b) and 2002(n) and Local Rule 1015-1. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order or judgment by the Court in connection with this Motion to the extent it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

² For the avoidance of doubt, the following entities are not one of the Chapter 11 Cases that have filed for relief under chapter 11 of the Bankruptcy Code or any of the cases proposed to be jointly administered pursuant to this Motion: Altalix Ltd, B for Transfer Egypt, B Payment Services Nigeria, B Transfer Services Ltd, B Transfer Services Ltd. UAE, B Transfer Services Uganda, BitPesa Kenya Ltd., BitPesa RDC SARL, BitPesa Senegal Ltd., BitPesa South Africa, BitPesa Tanzania Ltd., BitPesa Uganda Ltd., Bitvo, Inc., Blockfolio Holdings, Inc., BT Payment Services Ghana, BT Payment Services South Africa, BT Payments Uganda, BT Pesa Nigeria Ltd., BTC Africa S.A., BTLS Limited Tanzania, CM-Equity AG, Corner Stone Staffing, Exchange 4 Free Seychellen, Exchange 4Free Australia Br., Exchange 4Free Ltd., Exchange 4Free South Africa Br., Exchange 4Free Swiss Branch, Finfax Company, FTX US Derivatives LLC, FTX Vault Trust Company, FTX Ventures Partnership, Tigetwit Ltd, and TransferZero.

Relief Requested

3. By this Motion, the Debtors request entry of the Order, substantially in the form attached hereto as Exhibit A, (a) authorizing joint administration of these Chapter 11 Cases and the consolidation thereof for procedural purposes only and (b) granting certain related relief. The Debtors request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to FTX Trading Ltd. (Case No. 22-11068 (JTD)) and that these cases be administered under the following consolidated caption:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>FTX TRADING LTD., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 22-11068 (JTD)</p> <p>(Jointly Administered)</p>
---	--

¹ The last four digits of FTX Trading Ltd.'s tax identification number are 3288. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at [•].

4. The Debtors further request that the Court order that the foregoing caption and footnote satisfy the requirements set forth in section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n).

5. The Debtors also request that an entry be made on the docket of each of the Debtors' cases, other than Debtor FTX Trading Ltd., substantially as follows to reflect the joint administration of these Chapter 11 Cases:

An order has been entered in this case under rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the procedural consolidation and joint administration of the chapter 11 cases of FTX Trading Ltd. and its affiliated debtors. All further pleadings and other papers shall be filed in, and all further docket entries shall be

made in, the docket of FTX Trading Ltd., Case No. 22-11068 (JTD) and such docket should be consulted for all matters affecting this chapter 11 case.

Basis for Relief

6. Bankruptcy Rule 1015(b) provides that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” as defined in section 101(2) of the Bankruptcy Code. 11 U.S.C. § 101(2). Thus, joint administration of the Debtors’ Chapter 11 Cases is appropriate under Bankruptcy Rule 1015(b) and, accordingly, this Court has the authority to grant the relief requested herein.

7. Bankruptcy Rule 1015(b) promotes the fair and efficient administration of multiple cases of affiliated debtors while protecting the rights of individual creditors. Among other things, joint administration obviates the need for duplicative notices, motions, applications and orders, thereby saving considerable time and expense for the Debtors and their estates. Granting the requested relief will promote the fair and efficient administration of these Chapter 11 Cases.

8. Section 105 of the Bankruptcy Code also provides the Court with the power to order joint administration of these Chapter 11 Cases. Section 105(a) of the Bankruptcy Code states that a bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

9. Additionally, Local Rule 1015-1 provides, in relevant part, as follows:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

Del. Bankr. L.R. 1015-1.

10. The Debtors anticipate that most, if not all, of the notices, applications, motions, other pleadings, hearings and orders in these Chapter 11 Cases will affect all of the Debtors. Not jointly administering these cases would result in numerous duplicative pleadings being served upon separate, but significantly overlapping, service lists. Such duplication of substantially identical documents would be wasteful. Joint administration will also ease the administrative burden on the Court and all parties-in-interest, and will reduce the estates' fees and costs.

11. Joint administration permits the usage of a single general docket for all of the Debtors' cases and combined notices to creditors of each Debtor's estate and other parties-in-interest. Doing so also protects creditors' rights by ensuring that parties-in-interest in each of the Chapter 11 Cases will be apprised of the various matters before the Court in each of the other related cases.

12. Finally, joint administration of these Chapter 11 Cases will not adversely affect the Debtors' respective creditors because this Motion requests only administrative, and not substantive, consolidation of the Debtors' estates. Thus, individual creditors' rights will not be harmed by the relief requested; rather, constituents will benefit from the cost reductions joint administration will achieve. In addition, joint administration enables stakeholders to more readily apprise the various parties-in-interest of the matters before the Court. It also relieves the Court of the burden of entering duplicative orders and maintaining duplicative files and will simplify the supervision and administrative duties of the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") relating to these Chapter 11 Cases.

13. Joint administration of interrelated chapter 11 cases is routinely approved by courts in this jurisdiction, without controversy, under similar circumstances. *See, e.g., In re OSG Group Holdings, Inc.*, No. 22-10718 (JTD), (Aug. 9, 2022), D.I. 74 (authorizing joint administration of chapter 11 cases); *In re Packable Holdings, LLC f/k/a Entourage Commerce, LLC*, No. 22-10797 (JTD) (Aug. 30, 2022), D.I. 5 (same); *In re Kabbage, Inc.*, No. 22-10951 (CTG) (Oct. 4, 2022), D.I. 42 (same). Accordingly, the Debtors respectfully submit that joint administration, for procedural purposes only, is in the best interest of the Debtors, their creditors and other parties-in-interest.

Notice

14. Notice of this Motion will be provided to: (a) the U.S. Trustee; (b) the Securities and Exchange Commission; (c) the Internal Revenue Service; (d) United States Department of Justice; (e) the United States Attorney for the District of Delaware; (g) the parties identified on the Debtors' consolidated list of 50 largest unsecured creditors; and (h) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be provided.

No Prior Request

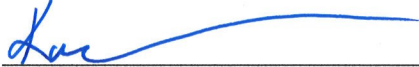
15. No prior motion for the relief requested herein has been made to this or any other Court.

Conclusion

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Order, substantially in the form attached hereto as Exhibit A, and (b) grant such other and further relief as is just and proper.

Dated: November 14, 2022
Wilmington, Delaware

LANDIS RATH & COBB LLP



Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
E-mail: landis@lrclaw.com
brown@lrclaw.com
pierce@lrclaw.com

-and-

Andrew G. Dietderich
James L. Bromley
Brian D. Glueckstein
Alexa J. Kranzley
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
E-mail: dietdericha@sullcrom.com
bromleyj@sullcrom.com
gluecksteinb@sullcrom.com
kranzleya@sullcrom.com

Proposed Co-Counsel to the Debtors and Debtors-in-Possession